

follow the most basic rules of pleading (by failing to include *any* allegations at all about *any* misconduct by the individual shareholders of Failsafe).

In so doing, Plaintiff has violated the rules of civil procedure and prejudiced Failsafe and the other proposed defendants. For these reasons, Plaintiff's Motion to Amend, its Amended Complaint should be stricken and sanctions be imposed for attorneys' fees, and otherwise as the Court deems just and proper.

DEFENDANT,
Failsafe Air Safety Systems Corp.
By its attorney,

Laurie M. Ruskin /mm
Laurie M. Ruskin, Of Counsel, BBO# 630374
SWEDER & ROSS LLP
21 Custom House Street, Suite 300
Boston, MA 02110
(617) 646-4466

Dated: October 4, 2004

CERTIFICATE OF SERVICE

I hereby certify that I caused a true copy of the above document to be served upon the attorney of record for each of the other parties in this action by hand or U.S. mail, this 4th day of October, 2004.

Laurie M. Ruskin /mm
Laurie M. Ruskin